

Nalco Holding CO  
Form 8-K  
August 23, 2005

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934

Date of Report: August 23, 2005

**NALCO HOLDING COMPANY**

Delaware 001-32342 16-1701300  
(State of Incorporation) (Commission File Number) (IRS Employer Identification Number)

1601 W. Diehl Rd., Naperville, IL 60563

630-305-1000

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events**

On August 22, 2005, Nalco LLC sold 4.35 million shares of Nalco Holding Company common stock as a result of the exercise by the underwriters of an option to purchase additional shares granted in connection with a previously announced and completed secondary offering. A copy of the press release announcing the closing of this transaction is filed as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01(c) Financial Statements, Pro Forma Financial Information and Exhibits**

**Exhibits**

99.1 Press release by Nalco Holding Company dated August 22, 2005.

**SIGNATURES**

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned.

NALCO HOLDING COMPANY

/s/ Stephen N. Landsman  
Secretary

Date: August 23, 2005

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